

Miyamoto Lance  
Form 4  
October 18, 2018

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Miyamoto Lance

(Last) (First) (Middle)

C/O CATALENT, INC., 14  
SCHOOLHOUSE ROAD

(Street)

SOMERSET, NJ 08873

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Catalent, Inc. [CTLT]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/16/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

SVP, Human Resources

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|--|---|
|                                       |   |   | Code                                 | V   | Amount   | (A)<br>or<br>(D)   | Price   |
| Common<br>Stock                       | 10/16/2018                              |   | M <sup>(1)</sup>                     |   | 18,000   | A  | \$<br>12.14   |
| Common<br>Stock                       | 10/16/2018                              |   | F <sup>(3)</sup>                     |   | 11,475   | D  | \$ 42.5   |
| Common<br>Stock                       | 10/16/2018                              |   | S <sup>(1)</sup>                     |   | 6,525  | D  | \$ 42.5<br>(4)  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | Amount<br>or<br>Number<br>of Shares |
|---|--|---|---|--------------------------------------|--|--|---|-------------------------------------|
| Options<br>to<br>purchase<br>Common<br>Stock        | \$ 12.14   | 10/16/2018                              |   | M <sup>(1)</sup>                     | 18,000   | <sup>(5)</sup> 03/14/2021                                      | Common<br>Stock   | 18,000                              |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| Miyamoto Lance<br>C/O CATALENT, INC.<br>14 SCHOOLHOUSE ROAD<br>SOMERSET, NJ 08873 | SVP, Human Resources             |

## Signatures

/s/ Jose Ibiatorremendia,  
attorney-in-fact 10/18/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person in order to implement a plan of financial diversification.

(2) Includes restricted stock units.

(3) Represents shares withheld to pay the exercise price and applicable withholding taxes associated with the exercise of stock options pursuant to the Rule 10b5-1 trading plan noted in footnote 1.

(4) Volume-weighted average price. These shares were sold in multiple transactions at prices ranging from \$42.50 to \$42.67, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

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- On March 14, 2011, the reporting person was granted options to purchase common stock of the Issuer, which options began to vest and
- (5) become exercisable upon the passage of time and, in certain cases, the satisfaction of performance criteria beginning March 14, 2012.  
(S1033, S1076)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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